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*John
Cory*



"HERE COMES GILL"



GILL INTERPROVINCIAL LINES LTD.

and its wholly owned subsidiary

DIRECTORS

ESMOND LANDO, Q.C.
President, British Pacific Insurance
Co., Ltd., Vancouver, B.C.
HAROLD FREEMAN
Partner, Freeman, Freeman, Silvers &
Koffman, Barristers, Vancouver, B.C.
MORLEY KOFFMAN
Partner, Freeman, Freeman, Silvers &
Koffman, Barristers, Vancouver, B.C.
LARKHAM COLLINS
Partner, Collins, Love, Eddis, Valiquette
& Co., Chartered Accountants,
Vancouver, B.C.
JAMES McDUFF
Vice-President & General Manager,
Gill Interprovincial Lines Ltd.,
Vancouver, B.C.
IRVING GOULD
Financial Consultant, Toronto, Ontario
N. L. SANDLER
President, N. L. Sandler Co. Ltd.,
Toronto, Ontario

OFFICERS

ESMOND LANDO, Q.C., Board Chairman
HAROLD FREEMAN, President
JAMES McDUFF, Vice-President
and General Manager
MORLEY KOFFMAN, Secretary-Treasurer

AUDITORS

Frederick Graham & Company,
Vancouver, B.C.

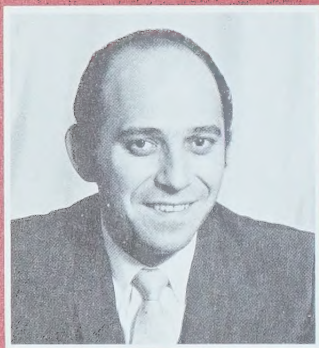
SOLICITORS

Freeman, Freeman, Silvers & Koffman,
Vancouver, B.C.

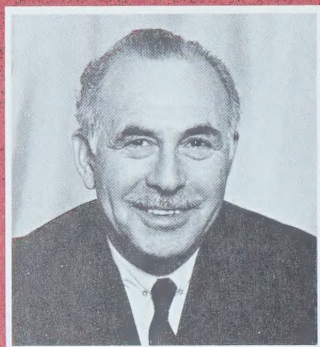
TRANSFER AGENTS & REGISTRAR

Canada Permanent Trust Company,
Vancouver and Toronto

Shares listed on the
Vancouver Stock Exchange



MORLEY KOFFMAN
Secretary-Treasurer



ESMOND LANDO, Q.C.
Chairman of the Board



HAROLD FREEMAN
President



JAMES McDUFF
Vice President & General Manager

TO OUR SHAREHOLDERS

The year 1968 brought to a successful conclusion the integration of Bestway Express Lines into our Company's transport system. The problems incidental to the take-over which we experienced in the latter part of 1967 and the early part of 1968 were overcome and the anticipated results of this acquisition were finally achieved in the latter half of 1968.

Revenue for the year was \$11,917,394.00—an increase of \$2,446,095.00 over the previous year. Net income was \$581,315.00 as opposed to \$533,355.00 in the previous year. Notwithstanding the increase in the outstanding share capital of the Company from 463,893 shares to 505,693 shares, net earnings per share amounted to \$1.15 which was the same figure as reached in previous years.

OPERATIONS

During 1968 331,994,560 pounds of freight was handled compared with 240,391,574 pounds of freight in 1967. Mileage travelled rose to 16,828,969 miles from 14,218,386 miles for the same period in the previous year.

TERMINALS

The Company's new terminal in Ottawa was completed and occupied early in August, 1968. It is located at 58 Queensdale Avenue, Ottawa, Ontario, and has 7,000 square feet of offices and dock.

The Company also has entered into an agreement to lease a new terminal in Montreal located off the Trans-Canada Highway in Dorval, Quebec. It will consist of offices and a ten-door cross dock situated upon three acres of land.

Construction is scheduled to commence in April, 1969, with occupancy planned for August, 1969.

EQUIPMENT AND STAFF

During the year the Company's fleet of trailers was maintained at its previous level of 402 units. The Company is modernizing its fleet by introducing trailers of eight foot, six inch width in gradual replacement of trailers of eight foot width, thereby achieving greater trip revenue potential. The Company's fleet of pick-up and delivery equipment was increased during the year and presently amounts to 148 trucks. The number of persons employed by the Company as at December 31, 1968, amounted to 445.

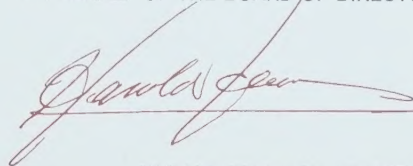
1969 ACTIVITIES

We anticipate further increases in freight revenue for 1969 and look forward to further increases in earnings. The first quarter of 1969 has

shown a substantial improvement over the same period in the previous year and with economic conditions continuing to be favourable, we have every confidence that 1969 should prove a healthy year of progress for the Company.

Again, we wish to express our appreciation to our entire staff for their industry and loyalty in the full realization that the Company's continued growth depends upon all of them.

ON BEHALF OF THE BOARD OF DIRECTORS,



HAROLD FREEMAN, PRESIDENT.

APRIL, 1969.



HEAD OFFICE

Completed in 1966, this modern operations centre houses both Head Office and Vancouver Branch facilities of the nationwide Gill System. The adjoining terminal and yards cover 11 acres bordering the Trans-Canada Highway in suburban Burnaby.

TORONTO OFFICE

Typical of recent Gill expansion is this 10 acre terminal located in the fast growing Malton area of West Toronto. It was opened in September 1967. This strategic location permits fast daily pick-up and delivery service in Hamilton, Brantford, Galt, Guelph, Preston and other Central Ontario cities.



OTTAWA OFFICE

November 1968 saw the completion of this new terminal facility in Canada's Capital City. Another new terminal is presently under construction in Montreal. It is scheduled for completion this summer.



Gill maintains terminal facilities in seven major cities across the nation servicing 8,396 miles of transcontinental and scheduled domestic feeder and branch lines. Interconnecting lines extend our "on time" service to all major U.S. cities along the Atlantic seaboard and Pacific Coast.

The key factor in any successful transport operation is a balanced two-way flow of merchandise. Gill has been successful in establishing a major movement of oriental import traffic direct from Vancouver dockside to destinations in Eastern Canada.

GILL INTERPROVINCIAL LINES LTD.

and its wholly owned subsidiary

**CONSOLIDATED
BALANCE SHEET**AS AT 31st DECEMBER, 1968
(with comparative figures for 1967)**ASSETS****Current**

Cash

\$ 393,149

\$ 29,010

Accounts receivable—less allowance for doubtful accounts

1,154,274

881,259

Refundable deposits

40,662

54,686

Prepaid expenses—tires, parts, licences, etc.

156,458

211,391

Income taxes refundable

21,619

94,077

1,766,1621,270,423**Fixed assets**

Vehicles, equipment and buildings—at cost

3,675,097

3,880,352

Less: accumulated depreciation

1,462,303999,288

2,212,794

2,881,064**Loan receivable** (note 3)

123,000

119,000**Deferred charges**

23,716

26,128**Operating rights and franchises**—at cost (note 5)

1,148,503

1,127,761

Approved on behalf of the Board

HAROLD FREEMAN, *Director*MORLEY KOFFMAN, *Director*\$5,274,175\$5,424,376

LIABILITIES

Current

Bank loan—secured	—	\$ 200,000
Accounts payable and accruals	\$1,000,753	1,012,650
Provision for corporation income taxes	218,118	—
Current portion of long-term liabilities	668,641	653,954

1,887,512 1,866,604

Long-term liabilities

Equipment liens payable	1,318,623	1,984,082
7% note—repayable \$50,000 per annum	50,000	100,000
Shareholders' loans	—	100,000

1,368,623 2,184,082

Less: repayments due within one year—
shown as a current liability

668,641 653,954

699,982 1,530,128

Deferred income taxes (notes 1 and 2)

221,280 235,940

Total liabilities

2,808,774 3,632,672

Shareholders' equity

Capital stock (note 4)

Authorized 1,000,000 common shares without nominal or par value		
Issued and fully paid—505,693 shares (463,893—1967)	899,860	639,060

Surplus

Retained earnings	1,473,795	1,044,023
Surplus arising from revaluation of fixed assets— less amounts realized to date	83,646	100,521
Paid-in surplus	8,100	8,100

1,565,541 1,152,644

2,465,401 1,791,704

\$5,274,175 \$5,424,376

*The notes to the financial
statements are an integral part
of this statement.*

GILL INTERPROVINCIAL LINES LTD.

and its wholly owned subsidiary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

AS AT 31st DECEMBER, 1968

Note 1 — Income Taxes

Acquisition in 1966 of Pacific Inland Express Ltd. provided a tax savings of \$508,880, arising from that company having charged depreciation in the accounts in excess of capital cost allowances claimed for tax purposes. This amount of savings has been applied to consolidated earnings as follows:

1966	-	-	-	-	-	-	-	-	\$ 141,450
1967	-	-	-	-	-	-	-	-	150,430
1968	-	-	-	-	-	-	-	-	160,000
									<hr/>
									\$ 451,880

The balance of \$57,000 is deferred to 1969 and subsequent years. Provision for income taxes for 1968 includes the following:

Taxes currently payable	-	-	-	-	-	-	-	-	\$ 247,963
Deferred income taxes — note 2	-	-	-	-	-	-	-	-	145,340
									<hr/>
									\$ 393,303
Less: tax-savings above	-	-	-	-	-	-	-	-	160,000
									<hr/>
Provision for income taxes	-	-	-	-	-	-	-	-	\$ 233,303

Note 2 — Deferred Income Taxes

Deferred income taxes of \$164,280, reflect the accumulated tax savings effected by claiming capital cost allowances for income tax purposes in excess of depreciation recorded in the accounts of the companies. In 1968 capital cost allowances claimed exceeded depreciation recorded in the accounts by \$308,500, which resulted in an increase in deferred taxes of \$145,340.

Note 3 — Commitments

The company leases its terminals for various periods extending to 1987. Annual rentals under these leases (less sub-leases) are payable as follows:

1969 to 1970	-	-	-	-	-	-	-	-	\$149,860
1971 to 1973	-	-	-	-	-	-	-	-	132,700
1974 to 1978	-	-	-	-	-	-	-	-	116,500
1979 to 1985	-	-	-	-	-	-	-	-	109,500
1986 to 1987	-	-	-	-	-	-	-	-	37,500

Included in above rentals is a lease of a warehouse and two terminals with an annual rental of \$30,000 payable to 31st December, 1973. The lease agreement requires the company to purchase these properties on 1st January, 1974 for \$355,100 with an option to purchase before that date at an adjusted price. The company has sub-let one of these terminals to 31st December, 1973 for an annual rental of \$13,800, and has granted an option to purchase this terminal for \$195,000.

In respect of an agreement to purchase these properties the company has made an interest-free loan of \$123,000 which amount will be set off against the purchase price.

Note 4 — Share Capital

During the year 41,800 shares were issued for a cash consideration of \$260,800, on exercise of options by officers and employees.

As at 31st December, 1968 there were outstanding stock options to employees for 6,000 shares at a consideration of \$6.00 per share, exercisable annually to 31st January, 1972.

Note 5 — Operating Rights and Franchises

Included in operating rights and franchises is \$804,175 which represents the excess of cost of shares in the subsidiary company over their book value.

This account was increased during the year by \$20,742 in respect of additional costs of acquiring the franchises of Bestway Express Lines Ltd.

GILL INTERPROVINCIAL LINES LTD.

and its wholly owned subsidiary

CONSOLIDATED
STATEMENT OF
RETAINED EARNINGS

FOR THE YEAR ENDED
31st DECEMBER, 1968
(with comparative figures for 1967)

	1968	1967
Balance at 31st December, 1967	\$1,044,023	\$ 648,666
Add: consolidated net profit for the year	581,315	533,355
	<u>1,625,338</u>	<u>1,182,021</u>
Deduct: dividends paid—30c per common share	151,543	137,998
Balance at 31st December, 1968	<u><u>\$1,473,795</u></u>	<u><u>\$1,044,023</u></u>

AUDITOR'S REPORT

FREDERICK GRAHAM & CO.

CHARTERED ACCOUNTANTS
VANCOUVER, B.C.

To the Shareholders,
Gill Interprovincial Lines Ltd.

3rd March, 1969

We have examined the consolidated balance sheet of Gill Interprovincial Lines Ltd. and its wholly owned subsidiary as at 31st December, 1968, and the consolidated statements of retained earnings, operations, and source and application of funds, for the year then ended. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion, these consolidated financial statements present fairly the financial position of the companies as at 31st December, 1968 and the results of their operations and the source and application of their funds for the year then ended, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

FREDERICK GRAHAM & CO.,
Chartered Accountants.

GILL INTERPROVINCIAL LINES LTD.

and its wholly owned subsidiary

**CONSOLIDATED
STATEMENT
OF OPERATIONS**FOR THE YEAR ENDED
31st DECEMBER, 1968
(with comparative figures for 1967)

	1968	1967
Freight revenue	\$11,917,394	\$ 9,471,299
Operating expenses		
Transportation	6,261,384	5,071,017
Terminals	3,256,323	2,223,583
Insurance and safety	298,268	275,016
Sales and traffic	460,717	357,013
Administration	655,429	669,303
Interest, finance charges, and sundry (interest on long-term debt \$166,548)	190,994	187,154
	11,123,115	8,783,086
	794,279	688,213
Add: realization of evaluation surplus gain on disposal of equipment	16,875 3,464	60,881 (56,612)
	20,339	4,269
Net profit before provision for income taxes	814,618	692,482
Provision for income taxes (see Note 1 to the consolidated financial statements)	233,303	159,127
Consolidated net profit for the year	\$ 581,315	\$ 533,355
Earnings per share	\$1.15	\$1.15
Note: Depreciation charged to 1968 operations amounted to \$571,135 (\$482,237 in 1967)		

GILL INTERPROVINCIAL LINES LTD.

and its wholly owned subsidiary

**CONSOLIDATED
STATEMENT OF
SOURCE AND
APPLICATION OF
FUNDS**FOR THE YEAR ENDED
31st DECEMBER, 1968
(with comparative figures for 1967)**Funds provided**

Net earnings for the year
Depreciation (less realization of evaluation surplus)
Deferred income taxes
Deferred charges—sundry

Funds provided from operations

Sale of fixed assets
Issue of capital stock
Shareholders' loans

Funds applied

Purchases of fixed assets
Less: purchases financed

Additions to operating rights and franchises
Additions to note receivable
Deposits on leased terminals and equipment
Dividends paid

Repayments of, and current provision for, long-term liabilities

Increase in working capital**Working capital (deficiency) at beginning of year****Working capital deficiency at end of year****1968****1967**

\$ 581,315	\$ 533,356
556,063	477,967
(14,660)	191,599
—	989
<u>1,122,718</u>	<u>1,203,911</u>
156,172	95,243
260,800	13,800
—	100,000
<u>1,539,690</u>	<u>1,412,954</u>
60,840	2,115,232
6,600	1,464,606
<u>54,240</u>	<u>650,626</u>
20,742	288,241
4,000	119,000
(2,412)	22,419
151,543	137,998
836,746	863,409
<u>1,064,859</u>	<u>2,081,693</u>
474,831	(668,739)
<u>(596,181)</u>	<u>72,558</u>
\$ <u>121,350</u>	\$ <u>596,181</u>

GENERAL ADMINISTRATION OFFICES

VANCOUVER

4878 Manor Street, Burnaby 2, B.C.
299-9333

EDMONTON

14515 - 115th Avenue, Edmonton, Alberta
453-2304

CALGARY

4111 - 13A Street S.E., Calgary, Alberta
265-4961

WINNIPEG

329 Oak Point Road, Winnipeg, Manitoba
589-7301

TORONTO

1750 Britannia Side Rd. E., Malton, Ontario
677-4220

OTTAWA

Queensdale Avenue, Ottawa, Ontario
822-0937

MONTREAL

324 St. Patrick St., LaSalle, Quebec
365-2110



Same day pick up of shipments is ensured by city-zone radio dispatch equipment installed throughout the Gill System.

GILL HAS FAST COMMUNICATIONS



Our private line teletype system provides for the prompt exchange of information between head office and all branch terminals across the nation.



Gill's Computer Centre at head office handles all general, statistical and cost accounting for the entire system.



"THERE GOES GILL"



AR35

VANCOUVER

4878 Manor Street, Burnaby 2, B.C.
299-9333

EDMONTON

14515 - 115th Avenue, Edmonton, Alberta
453-2304

CALGARY

4111 - 13A Street S.E., Calgary, Alberta
265-4961

WINNIPEG

329 Oak Point Road, Winnipeg, Manitoba
589-7301

TORONTO

1750 Britannia Side Rd. E., Malton, Ontario
677-4220

OTTAWA

58 Queensdale Avenue, Ottawa, Ontario
822-2590

MONTREAL

324 St. Patrick St., LaSalle, Quebec
365-2110

GILL

interim
report to
shareholders of

**GILL
INTER-
PROVINCIAL
LINES
LTD.**

for the six month period
ending June 30, 1969

TO OUR SHAREHOLDERS:

August 15, 1969.

The first six months of 1969 have produced revenues in accordance with the projections of management. These reflect a healthy increase over the comparable figures for 1968.

A comparison of the earnings per share for the first half of the current year with the corresponding period in previous years provides evidence that operating costs are under better control and that management is realizing the greater operational efficiency for which it has been striving.

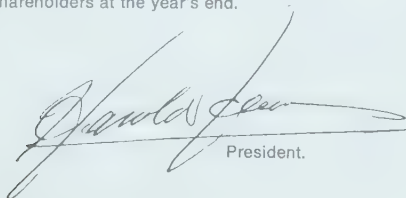
At the present level of revenues, the Company's equipment is working almost to its full potential and during the second half of the year, when the Company enjoys its maximum volume of business, the equipment will undoubtedly be working to full capacity.

It will accordingly become necessary to provide for the expansion of our trailer fleet in 1970.

The new terminal in Montreal will be occupied in August, 1969, and the facilities that it will make available should be of distinct advantage in the future.

Plans for terminal facilities in the Okanagan area of British Columbia are almost completed and a direct service will be instituted between this area and prairie and eastern points. In addition, our operations at Ottawa have been extended to include direct pickup and delivery service to major outlying points in the area.

With the most profitable months still ahead of us, we look forward to increased earnings to report to the shareholders at the year's end.



President.

GILL INTERPROVINCIAL LINES LTD.

CONSOLIDATED STATEMENT OF SOURCE AND APPLICATION OF FUNDS FOR THE SIX MONTHS ENDED 30TH JUNE, 1969

	1969	1968
FUNDS PROVIDED		
Net earnings	\$262,353	\$202,049
Depreciation expense	282,348	292,047
Funds provided from operations	\$544,701	\$494,096
Allotment of shares	9,600	23,900
Sale of fixed assets	145,861	3,156
Recovery of deposits on leased terminals and equipment	3,181	—
Total funds provided	\$703,343	\$521,152
FUNDS APPLIED		
Additions to fixed assets	\$470,621	\$ 39,470
Less: purchases financed	349,002	6,600
	\$121,619	\$ 32,870
Additions to operating rights and franchises	—	25,749
Deposits on leased terminals and equipment	—	4,571
Dividends paid	101,438	75,719
Payment of and current provision for long-term liabilities	206,723	298,740
Total funds applied	\$429,780	\$437,649
Increase in working capital	\$273,563	\$ 83,503
Working capital deficiency at beginning of period	121,350	596,181
Working capital at end of period	\$152,213	(\$512,678)

GILL INTERPROVINCIAL LINES LTD.

CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE SIX MONTHS ENDED 30TH JUNE, 1969

	1969	1968
Gross revenue	\$6,359,433	\$5,659,352
Net profit before taxes	508,353	242,049
Provision for income taxes	246,000	40,000
Net profit	262,353	202,049
Issued common shares	507,293	504,793
Earnings per common share	52c	40c

Note 1. Income taxes have been provided in full at the current rates for the six months ended 30th June, 1969. Provision for income taxes for the six months ended 30th June, 1968 was reduced by \$70,000, by claiming capital cost allowance up to the amount of depreciation recorded in the books in prior years.

The above amounts are subject to independent audit and adjustment of certain items ordinarily calculated on an annual basis.



GILL INTERPROVINCIAL LINES LTD.

INFORMATION CIRCULAR

MARCH 15th, 1969

Solicitation of Proxies

This Information Circular is furnished in connection with the solicitation by the management of GILL INTERPROVINCIAL LINES LTD. (the "Company") of proxies to be used at the annual meeting of shareholders of the Company to be held at the time and place and for the purpose set forth in the enclosed Notice of Meeting. It is expected that the solicitation will be primarily by mail. The cost of solicitation by management will be borne by the Company.

Appointment and Revocation of Proxies

Each of the persons named in the enclosed form of proxy is a director or senior officer of the Company. A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON TO REPRESENT HIM AT THE MEETING MAY DO SO EITHER BY INSERTING SUCH PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY, OR BY COMPLETING ANOTHER PROPER FORM OF PROXY AND, IN EITHER CASE, DEPOSITING THE COMPLETED PROXY WITH THE SECRETARY OF THE COMPANY OR WITH ITS TRANSFER AGENT, CANADA PERMANENT TRUST COMPANY, 455 GRANVILLE ST., VANCOUVER, B.C., OR WITH THE CHAIRMAN OF THE MEETING.

A Shareholder who has given a proxy may revoke it at any time. The proxy may be revoked by instrument in writing executed by the Shareholder or by his attorney authorized in writing, or, if the shareholder is a corporation, under its common seal or by an officer or attorney thereof duly authorized, and deposited either at the registered office of the Company at any time up to and including the last business day preceding the date of the meeting, or any adjournment thereof, at which the proxy is to be used or with the Chairman of such meeting on the day of the meeting, or adjournment thereof. A vote given in accordance with the terms of the proxy shall be valid notwithstanding revocation unless notice of revocation has been received by the chairman of the meeting or adjournment thereof before the vote is given.

Voting of Shares and Exercise of Discretion by Proxy

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed and, if specific directions are given as to the voting, will do so in accordance with the direction of the shareholder appointing them. IN THE ABSENCE OF ANY DIRECTION TO THE CONTRARY, IT IS INTENDED THAT SUCH SHARES WILL BE VOTED FOR THE APPROVAL OF THE FINANCIAL STATEMENTS OF THE COMPANY, THE REPORT OF THE DIRECTORS, THE ELECTION OF DIRECTORS, THE APPOINTMENT OF AUDITORS, AND THE RENEWAL OF THE AUTHORITY TO TAKE OR ACQUIRE SHARES IN ANY OTHER CORPORATION AS STATED UNDER THOSE HEADINGS IN THIS CIRCULAR. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to matters not specifically mentioned in the notice of meeting but which may properly come before the meeting. At the time of printing this circular, the management of the Company knows of no such matters to come before the meeting other than the matters referred to in the notice of meeting and routine matters incidental to the conduct of the meeting. In the event that any further or other business is properly brought before the meeting it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their judgment on such business.

Voting Shares

On March 15th, 1969, the Company had outstanding 505,993 Common Shares without nominal or par value, each carrying the right to one vote.

The Directors and Senior Officers of the Company do not know of any person beneficially owning, directly or indirectly, shares carrying more than ten (10%) percent of the voting rights attached to all shares of the Company, save for E. Lando, Q.C., who beneficially owns 54,566 shares representing 10.77% of the outstanding shares issued.

Election of Directors

THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY INTEND TO VOTE FOR THE ELECTION OF THE NOMINEES WHOSE NAMES ARE SET FORTH BELOW, ALL OF WHOM ARE NOW MEMBERS OF THE BOARD OF DIRECTORS AND HAVE BEEN SINCE THE DATES INDICATED. The Management does not contemplate that any of the nominees will be unable to serve as a Director, but, if that should occur for any reason prior to the meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Each director elected will hold office until the next annual meeting of shareholders, unless his office is earlier vacated in accordance with the Articles of Association of the Company or until his successor is elected or appointed.

The following table and the notes thereto state the names of all the persons proposed to be nominated for election as directors, all other positions and offices with the Company now held by them, their principal occupations or employments, the name and principal place of business of each company or other organization in which such employment is carried on, the year in which they became directors of the Company and the approximate number of shares of the Company beneficially owned, directly or indirectly, by each of them, as of the date of this circular.

NAME	BECAME DIRECTOR	SHARES
Esmond Lando, Q.C., of Vancouver, B.C., is the President of British Pacific Life Insurance Company.	June 30th, 1958	54,566
Harold Freeman, of Vancouver, B.C., President of Gill Interprovincial Lines Ltd., Partner in the law firm of Freeman, Freeman, Silvers & Koffman, President of B.C. Coastal Marine Resorts Ltd.	May 14th, 1956	30,370
James McDuff, of North Vancouver, B.C., Vice-President and General Manager of Gill Interprovincial Lines Ltd.	September 11th, 1964	29,317
Morley Koffman, of Vancouver, B.C., Secretary-Treasurer of Gill Interprovincial Lines Ltd., Partner in the law firm of Freeman, Freeman, Silvers & Koffman.	June 30th, 1958	17,937
Larkham Collins, of Vancouver, B.C., Partner in the accounting firm of Collins, Eddis, Valiquette & Co., Chartered Accountants.	May 14th, 1956	27,534
Nathan L. Sandler, of Toronto, Ontario, President of N. L. Sandler & Co. Ltd.	October 14th, 1964	830
Irving Gould, of Toronto, Ontario, Financial Consultant, Jaypen Holdings Ltd.	October 14th, 1964	8,700

NOTE:

Unless otherwise stated above, each of the above-named persons has held the principal occupation or employment indicated for at least five years. The information as to shares beneficially owned, not being within the knowledge of the Company, has been furnished by the respective directors individually.

Remuneration of Directors and Senior Officers

The aggregate direct remuneration paid or payable by the Company and its subsidiaries whose financial statements are consolidated with those of the Company in 1968 to the Directors and senior officers of the Company is \$70,027.54.

The estimated aggregate cost to the Company and its subsidiaries in 1968 of all pension benefits proposed to be paid under any normal pension plan in the event of retirement at normal retirement age, directly or indirectly, by the Company or any of its subsidiaries to Directors and senior officers of the Company is NIL.

Appointment of Auditors

It is proposed that Messrs. Frederick Graham & Company be appointed Auditors of the Company to hold office until the next annual meeting of the Shareholders at a remuneration to be fixed by the Board of Directors. THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY INTEND TO VOTE IN FAVOUR OF THE APPOINTMENT of Messrs. Frederick Graham & Company AS AUDITORS OF THE COMPANY ACCORDINGLY.

Renewal of Authority to Acquire Shares

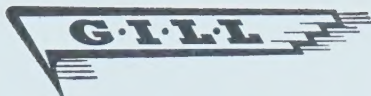
The Companies Act of British Columbia provides that no public company shall take or acquire by purchase or otherwise any shares in any other corporation unless expressly authorized by an ordinary resolution of the Company. A general authority given to take or acquire shares expires at the next Annual General Meeting of the Company unless it is continued thereat. Such a general authority was conferred at a previous Annual General Meeting and it is proposed that the authority be continued by ordinary resolution at this year's meeting.

THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY INTEND TO VOTE FOR THE CONTINUATION OF SUCH GENERAL AUTHORITY TO TAKE OR ACQUIRE SHARES.

DATED this 15th day of March, 1969.

BY ORDER OF THE BOARD OF DIRECTORS,

MORLEY KOFFMAN, *Secretary*.



GILL INTERPROVINCIAL LINES LTD.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the Annual General Meeting of Shareholders of Gill Interprovincial Lines Ltd. (hereinafter called the "Company") will be held in the Alouette Room of the Hotel Vancouver, 900 West Georgia Street, Vancouver, British Columbia, on Monday, the 12th day of May, 1969, at the hour of 10:00 o'clock in the forenoon for the following purposes:

- (a) To receive the Financial Statements of the Company for the past fiscal year and the Auditors Report thereon and the Report of the Directors as to the state of the Company's affairs.
- (b) To elect Directors for the ensuing year.
- (c) To appoint Auditors and authorize the Directors to fix their remuneration.
- (d) To renew the authority of the Company under Section 150 of the "Companies Act" of British Columbia to take or acquire any shares in any corporation.
- (e) To transact such other business as may properly be brought before the Meeting.

DATED at Vancouver, British Columbia, March 15th, 1969.

BY ORDER OF THE BOARD OF DIRECTORS,

MORLEY KOFFMAN, *Secretary.*

